

**DECLARATION
of
Richard J. Sherwin
Chief Executive Officer
Spot On Networks, LLC**

I am Richard J. Sherwin, Chief Executive Officer of Spot On Networks, LLC. I have been Chief Executive Officer of Spot On Networks, LLC ("SPOT ON") since its founding in 2004. SPOT ON has been serving the multifamily residential community since 2005 as a WiFi service provider. The multifamily residential community currently represents nearly 35% of the population of the United States, which includes a large percentage of affordable housing.

The stakeholders in SPOT ON represent some of the founders of the United States cellular telephone industry as well as being pioneers in developing other wireless communications services. We, as a group, have always believed that we could do well by doing good.

SPOT ON has been involved in providing WiFi services since 2005, serving multifamily residential communities ("MDUs") with wireless services. These communities are a challenging environment for wireless services because of the interaction of their dense population of wireless devices and burgeoning demand on the one side and the limitations of the engineering architecture of cellular in MDUs - even the most recent 4G LTE deployments- on the other. Yet these MDU communities are the ones in which the demand for wireless services for data download is the strongest including the demand for streaming content. The FCC has repeatedly noted that the wireless telecommunications industry will - of necessity- have to rely on WiFi to meet this demand. And, these MDU communities are an extremely important component of the market in areas such as New York, Connecticut, Massachusetts, Illinois, California, Florida and other states where Comcast is the dominant cable provider. SPOT ON has been in the forefront of innovative design approaches, new technologies and more efficient ways to serve these communities. Our services - and those of our WiFi competitors- are generally 30% less costly than services provided by the dominant cable providers in the areas SPOT ON serves, and SPOT ON provides unique features not otherwise found in other wired or wireless access technologies that enable us to get the job done in this challenging environment.

As an example, we provide an apartment building in New York City with wireless internet access as well a secure wireless service for building staff. We also provide, in the same building, as part of the same physical network, a wireless backbone that helps monitor and control energy usage in each apartment. Our ability to “bolt on” applications like energy monitoring and access control, and completely monitor and control all components on the network, 24/7, makes our service not only innovative but cost effective. These facilities are not a “dream” application but are available today.

Although large, the multifamily residential community has long been a “step-child” of the industry as a whole. And the problem of serving these communities is made more difficult by “green initiatives” for energy conservation in buildings which dictate the choice of building materials such as reflective glass that prevent cellular signals from penetrating inside these buildings and decrease the effectiveness of wireless to reach these segments of the population. These problems even present public safety concerns because not only are normal voice calls deterred and data access limited but 9-1-1 calls are “sketchy” at best.

Community-wide managed WiFi services can not only resolve these service issues, but also deliver significant and large capacity to residents inside these buildings that cellular operators cannot hope for even after taking into account the FCC’s making large swaths of frequency in the WiFi frequency bands available to cellular and other providers. WiFi providers such as SPOT ON provide innovative approaches to design and integration of hardware and software that enhance the ability to provide such services. These approaches enable building owners to take advantage of cost efficient services to serve their residents better at a lower cost.

This is how we work. We bring broadband to a building relying on a big broadband supplier often a cable operator, sometimes a fiber operator, as the source of that broadband backhaul. Most often that cable provider also provides retail cable services and content in a particular area – sometimes as the only supplier to that area. Then we build our own, facilities-based network inside the building, making use of the FCC allocated radio spectrum, to deliver the kinds of services that are needed by residents of multifamily residential communities and those building owners providing such housing.

But here is the rub. To do this, SPOT ON, like other WiFi providers, needs access to bandwidth owned or controlled by companies such as Verizon FiOS, Comcast Business, Time Warner Telecom, Charter Business, and others. In many parts of the country only one company controls most or all of the broadband available in a significant market and geographic area – a city or a suburb or even a region.

If SPOT ON could not acquire such bandwidth at a reasonable wholesale rate from a large broadband provider, say because that large monopoly broadband provider chose not to sell to WiFi providers for whatever reason, including that some of the WiFi

providers may also offer some competitive services, then that unilateral decision, which would be entirely the decision of the sole provider of broadband backhaul in an area, would eliminate the possibility of our providing such innovative services, and would squelch any competition in the marketplace controlled by such broadband providers. Fortunately, up until recently, WiFi providers have usually been able to obtain such access to broadband backhaul and SPOT ON, for example, has access agreements in place with companies such as Verizon, ATT, Charter and Time Warner, as well as fiber providers such as Cogent, Fiberlight, XO and others. This access is what has permitted unfettered and unlimited expansion of access, innovative services and competition. In fact, I would say that the willingness of broadband providers to give WiFi providers access to this broadband has become the industry norm except for Comcast.

In April 2013, Comcast started to deny SPOT ON's request for Internet backhaul and even threatened to consider bringing possible civil and criminal charges against SPOT ON. Comcast, however, made an about face, eventually, furnishing backhaul to SPOT ON for those buildings in which SPOT ON would not directly compete for subscribers within days of me presenting oral testimony in April 2014 before the Senate Judiciary Committee about Comcast's treatment of SPOT ON.

Because the merger of Time Warner and Comcast would create the largest broadband service provider in the country, essentially controlling broadband access to approximately 40% of the United States population, with an even larger percentage in multifamily residential communities creating an effective monopoly in that market, I believe it is essential to condition such a merger with strict rules and meaningful, enforceable penalties requiring that the merged entity be required to give wholesale access to companies such as SPOT ON to be able to buy any available high speed broadband access at reasonable rates so that innovation and competition are not squelched. Not to do so would squelch an existing market practice that fosters competition, innovation and increased access for consumers.

The absence of such a condition would reward any entity's anticompetitive sub-industry standard conduct, metastasize such anticompetitive practices and serve to reduce (existing) broadband choice and access and decrease innovation and competition. On the other hand to place such a condition on the approval of this transaction—that is, a requirement to provide wholesale broadband access services on reasonable terms—is a modest means to ensure that a pro-competitive and pro-innovation market condition will continue. It only seems sensible to extend the legacy of the reasonable and successful condition which the FCC placed on the AOL Time Warner acquisition to the assets that were created by that merger—the very assets Comcast now seeks to acquire.

When a service provider controls an area, with little or no competition, the service provider is incentivized to extract maximum profit for minimum investment and with little regard for innovation or improvement in services.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed as of the 22nd day of August 2014.



Richard J. Sherwin, CEO